

February 14, 2015

Outcome of Voting at Annual General Meeting (As per Clause 35A of Listing Agreement)

Date of Annual General Meeting	February 13, 2015			
Total Number of Shareholders as on record date	71110			
Number of Shareholders present in the Meeting either in Person or through Proxy	Promoters & Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	2	0	65	7
Number of Shareholders attended the Meeting through Video Conferencing	Promoters & Promoter Group		Public	
	Not Applicable		Not Applicable	

Agenda (Resolution Wise)

The mode of voting for all the resolutions was:

- 1) e-voting conducted between February 04, 2015 to February 06, 2015;
- 2) Physical Ballots by Shareholders was also allowed up to February 06, 2015 (No physical ballot received by the Scrutinizer); and
- 3) Poll conducted at the Meeting

Given below are the Resolution wise combined results of e-voting and Poll.

Resolution No. 1:

Adoption of the Audited Balance Sheet of the Company as at September 30, 2014 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Board of Directors and Auditors thereon.

Resolution required : Ordinary

Promoter/ Public	Number of Shares held	Number of Votes polled	% of Votes polled on Outstanding shares (3)= [(2)/(1)]*100	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled (6)= [(4)/(2)]*100	% of Votes Against on Votes polled (7)= [(5)/(2)]*100
(1)	(2)	(3)=	(4)	(5)	(6)=	(7)=	
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000

Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 2:

Declaration of dividend on Equity Shares for the year ended September 30, 2014.

Resolution required : Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000



Resolution No. 3:

Appointment of a Director in place of Mr. Chakor L. Doshi (DIN:00210949), who retires by rotation at 106th Annual General Meeting and, being eligible, offers himself for reappointment.

Resolution required : Ordinary

Promoter /Public	Number of Shares (1)	Number of Votes (2)	% of Votes polled on Outstanding shares (3)= [(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)= [(4)/(2)]*100	% of Votes Against on Votes polled (7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 4:

Appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai as Auditors of the Company and fixing their remuneration.

Resolution required : Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 5:

Appointment of Mr. Dilip J. Thakkar (DIN:00007339), as an Independent Director.

Resolution required : Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000

Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 6:

Appointment of Dr. Anil Kakodkar (DIN: 03057596), as an Independent Director.

Resolution required : Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 7:

Appointment of Mr. G. N. Bajpai (DIN:00946138), as an Independent Director.

Resolution required : Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 8:

Appointment of Mr. A. R. Gandhi (DIN:00007597), as an Independent Director.

Resolution required : Ordinary



Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 9:

Appointment of Mrs. Bhavna Doshi (DIN:00400508), as an Independent Director.

Resolution required : Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000

Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 10:

Payment of Remuneration to Mr. Chirag C. Doshi, Managing Director of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved the Board of Directors.

Resolution required : Special

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15471923	73.8918	15471923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2600	370	87.5421	12.4579
Total(A)	38070205	16077428	42.2310	16077058	370	99.9977	0.0023
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21213189	55.7200	21212819	0	99.9983	0.0000

Note: As per Scrutinizer's Report, e-voting done by Mr. Chirag C. Doshi is considered as invalid in Resolution No. 10 as the said resolution was in respect of payment of Remuneration to him.

Resolution No. 11:

Payment of Remuneration to Mr. G. K. Pillai, Managing Director and CEO of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved by the Board of Directors.

Resolution required : Special

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2600	370	87.5421	12.4579
Total(A)	38070205	16091428	42.2678	16091058	370	99.9977	0.0023
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21226819	0	99.9983	0.0000

Resolution No. 12:

Amendment of Articles of Association of the Company as per the provision of the Companies Act, 2013.

Resolution required : Special

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000
Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

Resolution No. 13:

Approval for payment of Remuneration to M/s. S. R. Bhargave & Co., Cost Accountants, Pune, Cost Auditors of the Company for the Financial Year ending March 2016.

Resolution required : Ordinary

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20938613	15485923	73.9587	15485923	0	100.0000	0.0000

Public Institutional Holders	2211571	602535	27.2447	602535	0	100.0000	0.0000
Public-Others	14920021	2970	0.0199	2970	0	100.0000	0.0000
Total(A)	38070205	16091428	42.2678	16091428	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	20938613	5000000	23.8793	5000000	0	100.0000	0.0000
Public Institutional Holders	2211571	0	0.0000	0	0	0.0000	0.0000
Public-Others	14920021	135761	0.9099	135761	0	100.0000	0.0000
Total(B)	38070205	5135761	13.4902	5135761	0	100.0000	0.0000
Result (A+B)	38070205	21227189	55.7580	21227189	0	100.0000	0.0000

As per the consolidated results of e-voting and poll on Item No. 1 to Item No. 13 of the Notice of the Annual General Meeting, all the Resolutions are passed by requisite majority.

For Walchandnagar Industries Ltd.



G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.
Tel. : 2385 0364
Fax : 2386 1708
Email : vndeodhar@gmail.com

To,

The Chairman,
Walchandnagar Industries Limited
3, Walchand Terraces,
Tardeo Road,
Mumbai-400 034.

Dear Sir,

I V. N. Deodhar, proprietor of M/s. V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 40007 was appointed as Scrutinizer for the purpose of conducting E- Voting in a fair and transparent manner for the Resolutions to be passed at the 106th Annual General Meeting of Equity Shareholders of Walchandnagar Industries Limited held on Friday, 13th day of February, 2015 at 4.00 P.M. at Walchand Hirachand Hall, Indian Merchant's Chambers Building, 4th Floor, Churchgate, Mumbai 400020, and ascertaining the requisite majority on E-voting carried out as per the Companies Act, 2013 ("the Act"). The Company sought approval of Members to the following Resolution via E-voting:

1. The E-Voting period commenced at 09.00 A.M on 4th February, 2015 and ended on 6.00 p.m on 06th February, 2015. The e-Voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on paid up value of shares registered in the name of the member as on the date of dispatch of notice.
3. The Shareholders holding shares as on the "Cut Off" date i.e 2nd January, 2015 were entitled to vote on the proposed 13 (Thirteen) resolutions as mentioned in the notice of the 106th Annual General Meeting of the Company.
4. The votes were unblocked on 13th February, 2015 in the presence of two witnesses namely, Mr. Santosh Kelkar residing at 15/A/8, Central Park, Bolinj, Virar (West) Pin 401303 and Ms. Yoginee Dhuri residing at Gandhi Nagar, Jogeshwari (East) Pin 400060 who are not in the employment of the Company. They have signed below in confirmation of the E-votes being unblocked in their presence.



Santosh Kelkar

Mr. Santosh M. Kelkar

Yoginee S. Dhuri

Ms. Yoginee S. Dhuri

V. N. DEODHAR & CO.
Company Secretaries

5. Thereafter the details containing, inter alia, list of Equity shareholders who voted "For" and "Against" was downloaded from E-voting website of Central Depository Services (India) Limited (CDSL) (www.evotingindia.com).

We submit our report as under:

The Result for E-Voting for Resolution No. 1 to 13 is as under:

A. Resolution No 1:

To consider and adopt:

The audited financial statement of the Company for the financial year ended September 30, 2014 and the reports of the Board of Directors and Auditors thereon;

- (i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

B. Resolution No 2:

Declaration of Dividend on Equity Shares for the year ended September 30, 2014.

- (i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100

- (ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

C. Resolution No 3:

To appoint a Director in place of Mr. Chakor L.Doshi who retires by rotation at the Annual General Meeting and, being eligible offers himself for reappointment.

- (i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100



(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

D. Resolution No 4:

To appoint M/s. K.S.Aiyar & Co., Chartered Accountants, Mumbai as Auditors of the Company and fix their remuneration.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100

(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

E. Resolution No 5:

To appoint of Mr. Dilip J. Thakkar as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100

(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

F. Resolution No 6:

To appoint of Dr. Anil Kakodkar as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100



(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

G. Resolution No 7:

To appoint of Mr. G.N.Bajpai as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100

(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

H. Resolution No 8:

To appoint of Mr. A.R.Gandhi as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100

(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

I. Resolution No 9:

To appoint of Mrs. Bhavna Doshi as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100

(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0



J. Resolution No 10:

Special Resolution for payment of remuneration to Mr. Chirag Doshi, Managing Director of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved by the Board of Directors.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
9	16077058	99.99

(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
4	370	0.0023

Note: The E-Voting of Mr. Chirag Doshi is considered as invalid as the resolution was in respect of payment of remuneration to him.

K. Resolution No 11:

Special Resolution for payment of remuneration to Mr. G.K.Pillai, Managing Director and CEO of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved by the Board of Directors.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
10	16091058	99.99

(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
4	370	0.0023

L. Resolution No 12:

Special Resolution for Amendment of Articles of Association of the Company as per provisions of Companies Act, 2013.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100



(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

M. **Resolution No 13:**

Approval for payment of Remuneration to M/s. S.R. Bhargave & Co., Cost Accountants, Pune, Cost Auditors of the Company for the financial year ending March 2016.

(i) Voted **in favor** of the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
14	16091428	100

(ii) Voted **against** the resolution:

Number of members voted through E-Voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,
For V.N.Deodhar & Co.,



V.N.Deodhar
SCRUTINIZER

Date: 13th February, 2015

Place: Mumbai

FOR WALCHANDNAGARNAGAR INDUSTRIES LTD.

CHAKOR L. DOSHI

CHAIRMAN

(106th AGM)

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 106th Annual General Meeting of Equity Shareholders of **Walchandnagar Industries Limited (the Company)** held on Friday, 13th day of February, 2015 at 4.00 P.M. at Walchand Hirachand Hall, IMC Building, 4th Floor, Churchgate, Mumbai 400020.

Dear Sir,

I, V.N.Deodhar, Proprietor of Y.N.Deodhar & Co., Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 106th Annual General Meeting of Equity Shareholders of **Walchandnagar Industries Limited** held on Friday, 13th day of February, 2015 at 4.00 P.M. at Walchand Hirachand Hall, IMC Building, 4th Floor, Churchgate, Mumbai 400020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of Poll is as under:

A. Resolution No 1:

To consider and adopt:

- a. The audited financial statement of the Company for the financial year ended September 30, 2014 and the reports of the Board of Directors and Auditors thereon;

(i) **Voted in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

10

B. Resolution No 2:

Declaration of Dividend on Equity Shares for the year ended September 30, 2014.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

C. Resolution No 3:

To appoint a Director in place of Mr. Chakor L.Doshi who retires by rotation at the Annual General Meeting and, being eligible offers himself for reappointment.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

D. Resolution No 4:

To appoint M/s. K.S.Aiyar & Co., Chartered Accountants, Mumbai as Auditors of the Company and fix their remuneration.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

E. Resolution No 5:

To appoint of Mr. Dilip J. Thakkar as an Independent Director of the Company.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

Q

F. Resolution No 6:

To appoint of Dr. Anil Kakodkar as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

G. Resolution No 7:

To appoint of Mr. G.N.Bajpai as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

④

H. Resolution No 8:

To appoint of Mr. A.R.Gandhi as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

I. Resolution No 9:

To appoint of Mrs. Bhavana Doshi as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

J. **Resolution No 10:**

Special Resolution for payment of remuneration to Mr. Chirag Doshi, Managing Director of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved by the Board of Directors.

(i) **Voted in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

K. **Resolution No 11:**

Special Resolution for payment of remuneration to Mr. G.K.Pillai, Managing Director and CEO of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved by the Board of Directors.

(i) **Voted in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

L. **Resolution No 12:**

Special Resolution for Amendment of Articles of Association of the Company as per provisions of Companies Act, 2013.

(i) **Voted in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

M. **Resolution No 13:**

Approval for payment of Remuneration to M/s. S.R. Bhargave & Co., Cost Accountants, Pune, Cost Auditors of the Company for the financial year ending March 2016.

(i) **Voted in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5135761	100

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	340

CA

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

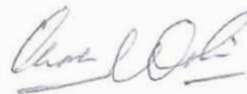
For V.N.Deodhar & Co.,


V.N.Deodhar
(Prop.)

Date: 13th February, 2015

Place: Mumbai

FOR WALCHANDNAGAR INDUSTRIES LTD.



CHAKOR L.DOSHI
CHAIRMAN
(106TH AGM)

